

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

CABLE ADDRESSES

CRAVATH, N. Y.

CRAVATH, PARIS

CRAVATH, LONDON E. C. 2

No. *1-048A034*

Date *FEB 17 1981*

Fee \$ *10.00*

100 Washington, D. C.

RECORDATION NO. *12756-E*

FEB 17 1981 10 15 AM

INTERSTATE COMMERCE COMMISSION

February 12, 1981

COUNSEL
MAURICE T. MOORE
CARLYLE E. MAW

ROSWELL L. GILPATRICK
ALBERT R. CONNELLY
L. R. BRESLIN, JR.
GEORGE B. TURNER
FRANK H. DETWEILER
GEORGE G. TYLER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON
WILLIAM B. MARSHALL
ROYALL VICTOR
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THRODMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE: 1-606-1421
TELEX: 8814901

RALPH L. MCAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL

FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

*Mrs. Lee
This should be
add'l filing under
Recordation No. 12756-E*

Chicago and North Western Transportation Company
Reconstruction and Conditional Sale Financing
14-1/2% Conditional Sale Indebtedness Due January 1, 1994

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, enclosed on behalf of Chicago and North Western Transportation Company for filing as an additional filing under recordation number 12756, are counterparts of the following document:

(1) Amendment Agreement dated as of January 26, 1981, among Mercantile-Safe Deposit and Trust Company, as Agent, Chicago and North Western Transportation Company and The Connecticut Bank and Trust Company, as Trustee.

The addresses of the parties to the above documents are:

Vendee-Lessor-Buyer:

The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115

Builder-Lessee-Seller:

Chicago and North Western Transportation Company
400 West Madison Street
Chicago, Illinois 60606

Amendment - David E. Green

RECEIVED
FEB 17 10 09 AM '81
I.C.C.
OPERATION BR.

Vendor-Agent:

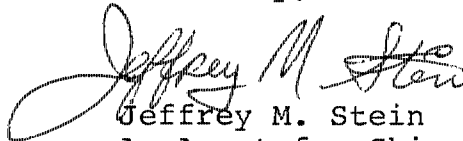
Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

Please file the above documents and index them under the names of the Vendee-Lessor-Buyer, the Builder-Lessee-Seller and the Vendor-Agent.

Enclosed also is our check in the amount of \$10 for the required recordation fee. Please stamp all copies of the enclosed documents with your recordation number, retain one copy for your files and return the remaining copies to me.

Thank you for your assistance.

Sincerely,



Jeffrey M. Stein
As Agent for Chicago and North
Western Transportation Company

Ms. Agatha Mergenovich,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

33A

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Jeffrey M. Stein
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, New York 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/17/81 at 10:15AM , and assigned re-recording number(s). 12756-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

FEB 17 1981 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of January 26, 1981, among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, not in its individual capacity but solely as Agent under a Participation Agreement dated as of December 15, 1980, as amended by an Amendment Agreement dated as of January 12, 1981, CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation, and THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as trustee (the "Vendee") under a Trust Agreement dated as of December 15, 1980, with IPCC CAPITAL CORP. amending the Reconstruction and Conditional Sale Agreement dated as of December 15, 1980 (the "RCSA"), among the parties hereto.

The parties hereto have agreed, subject to the terms and conditions hereof, to amend the RCSA as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained the parties hereto agree as follows:

1. The date "January 1, 1994" is changed to the date "July 1, 1993" in the following places:

(a) the first sentence of Article 3.04 of the RCSA;
and

(b) the second sentence of Article 3.04 of the RCSA.

2. The number "24" is changed to the number "23" in the following places:

(a) clause (a) of Article 3.03 of the RCSA; and

(b) the first sentence of Article 3.04 of the RCSA.

3. The Vendee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with the provisions of Article 17 of the RCSA.

4. Except as amended hereby, the RCSA shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by the laws of the State of Illinois.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized as of the day and year first above written.

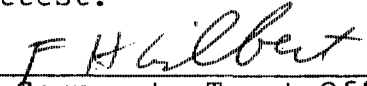
MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

CHICAGO AND NORTH WESTERN TRANS-
PORTATION COMPANY,

by

Senior Vice President

[Corporate Seal]

Attest:

Assistant Secretary

4. Except as amended hereby, the RCSA shall remain unaltered and in full force and effect.

5. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by the laws of the State of Illinois.

6. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

CHICAGO AND NORTH WESTERN TRANS-
PORTATION COMPANY,

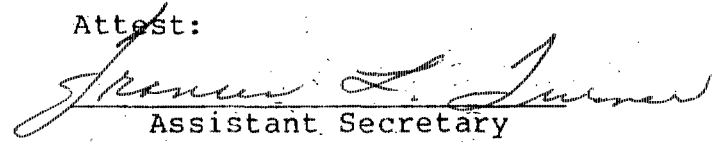
by



Senior Vice President

[Corporate Seal]

Attest:



Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not in its individual
capacity but solely as Trustee,

by


Authorized Officer

[Corporate Seal]

Attest:


Authorized Officer

THE CONNECTICUT BANK AND TRUST
COMPANY, not in its individual
capacity but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 27TH day of January 1981, before me personally appeared R.E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Pulbic

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
COUNTY OF COOK,) ss.:

On this day of January 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this day of January 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 28th day of January 1981, before me personally appeared J.M. BUTLER, to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 27th day of January 1981, before me personally appeared **F. W. KAWAM**, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My Commission expires

Sherree M. Daniels
Notary Public

SHEREE M. DANIELS
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1985